

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

IN RE:

HEALTHSPOT, INC.,

Debtor.

CASE NO. 16-50183

CHAPTER 7

NOTICE OF FILING OF CORPORATE RESOLUTION

Pursuant to the provisions of Local Bankruptcy Rule 1074-1(b), the Corporate Resolution and Certification of HealthSpot, Inc. authorizing the filing of this Chapter 7 case is attached.

Respectfully submitted,

/s/ David M. Whittaker

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Proposed Counsel for Debtor

HEALTHSPOT, INC.
SECRETARY'S CERTIFICATION

I, Michele Kothe, do hereby certify as follows:

1. That I am the duly elected, qualified and acting Secretary of HealthSpot Inc., a corporation formed under the laws of the state of Delaware ("Corporation"), and that as such Secretary I have custody and control of the records of the Corporation; and
2. That attached hereto, as Exhibit A, is a true and correct copy of the resolutions adopted by the Board of Directors of the Corporation at its December 17, 2015 meeting, authorizing the execution, and verification or certification of a petition under chapter 11 or chapter 7 of the U.S. Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court, which resolutions are in full force and effect and have not been amended, modified or repealed in any respect.

31 IN WITNESS WHEREOF, I have hereunto set my hand to be effective this day of December, 2015.



Secretary

Printed Name Michele Kothe

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
HEALTHSPOT INC.**

1. **Authorize Bankruptcy Filing.**

WHEREAS the Company is in serious financial condition and may be unable to continue normal operations;

WHEREAS the Company has made reasonable efforts to secure additional operating capital necessary to sustain normal operations, but such efforts have been unsuccessful;

WHEREAS the Board has considered the best interests of the Company, its creditors and stockholders to direct the Officers of the Company to file a voluntary bankruptcy petition, and has decided that such filing is in their best interests; now therefore be it

RESOLVED, that Steve Cashman, as Chief Executive Officer of the Company (the "Authorized Officer") is hereby directed to take any and all actions which he, in his discretion and business judgment, deems appropriate, on behalf of the Company to (i) execute, and verify or certify a petition under chapter 11 or chapter 7 of the U.S. Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court at such time as said Authorized Officer, in consultation with bankruptcy counsel, executing the same shall determine and in such form or forms as such Authorized Officer may approve.

FURTHER RESOLVED, that the Authorized Officer be, and hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all further actions which the Authorized Officer or the Company's legal counsel may deem necessary or appropriate to file a petition or an application for relief under chapter 11 or chapter 7 of the U.S. Bankruptcy Code and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the case (the "Bankruptcy Proceeding"), with a view to the successful prosecution thereof including, without limitation, in the event of a Chapter 11 filing, seeking authority to use cash collateral, guarantee or borrow, and borrowing, amounts under any post-petition financing facility for and granting liens, guarantees, pledges, mortgages and/or other security therefor and other documents relating thereto, and filing financing statements, mortgages, property security agreements and other documents related thereto;

FURTHER RESOLVED, that the Authorized Officer be, and hereby is, authorized to employ and retain legal counsel, financial advisors, accountants and other professionals (the "Bankruptcy Professionals"), to advise the Company in connection

with the Reorganization Proceedings and to pay with Company funds the fees and expenses of such Bankruptcy Professionals;

FURTHER RESOLVED, that the Authorized Officer be, and hereby is, authorized and directed on behalf of the Company to take such actions to make, sign, execute, acknowledge and deliver (and record with the relevant government agencies, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that the Authorized Officer be, and hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates as may be reasonably required to give effect to, or desirable in connection with, the consummation of the transactions contemplated by these Resolutions and any plans of reorganization, and to execute and deliver such documents, agreements and certificates, and to fully perform the terms and provisions thereof.

2. Omnibus Resolutions.

RESOLVED, that the Authorized Officer of the Company be, and hereby is, authorized and directed to execute and deliver, any and all certificates, agreements, instruments, documents or undertakings of any kind and nature whatsoever to evidence the transactions and actions contemplated by these Resolutions, and to do and perform or cause to be done and performed all acts, deeds and things, in the name and on behalf of the Company as such Authorized Officer of the Company may deem necessary or appropriate for the foregoing purposes;

FURTHER RESOLVED, that the authority granted to the Authorized Officer of the Company under the foregoing Resolutions shall be deemed to include, in the case of each such Resolution, the authority to perform such further acts and deeds as may be necessary, convenient or appropriate, in the good faith judgment of such Authorized Officer of the Company, to carry out the transactions contemplated thereby and the purposes and intents of the foregoing Resolutions, and all acts and deeds previously performed by the Authorized Officer of the Company or counsel for the Company prior to the date of these Resolutions that are within the authority conferred hereby, are ratified, confirmed and approved in all respects as the authorized acts and deeds of the Company; and be conclusive of his determination

FURTHER RESOLVED, that the taking of any action or the execution of any instrument by an Authorized Officer of the Company in connection with the foregoing Resolutions shall be conclusively deemed to serve the best interests of the Company, its stockholders and its creditors.